

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:

**SUPERIOR OFFSHORE
INTERNATIONAL, INC.,**

Debtor.

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§

**Case No. 08-32590-H2-11
(Chapter 11)**

**JOINT MOTION TO (I) APPROVE PROCEDURE TO DETERMINE
HOLDERS OF CLASS 8 INTERESTS; AND (II) ESTABLISH
A BAR DATE AND NOTICING PROCEDURES FOR CLASS 8 INTERESTS**

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

**To the Honorable Wesley W. Steen,
United States Bankruptcy Judge:**

H. Malcolm Lovett, Jr., the plan agent under the confirmed plan of liquidation, (the “Plan Agent”), and the Post-Confirmation Committee (the “PCC”) file this Joint Motion (the “Motion”) to (i) Approve Procedure to Determine Holders of Class 8 Interests; and (ii) Establish a Bar Date and Noticing Procedures for Class 8 Interests.

Nature of the Motion

1. The Plan Agent and the PCC seek an order (i) approving a procedure to determine the holders of Class 8 Interests under the confirmed First Amended Joint Chapter 11 Plan of

Liquidation (the “Plan”); and (ii) establishing a bar date and noticing procedures for Class 8 Interests.

Relevant Background

2. Prior to bankruptcy, the Debtor’s common stock traded on the Nasdaq stock exchange. On April 19, 2008, the Debtor received a letter from Nasdaq stating that due to the Debtor’s failure to file its Form 10-K for the period ended December 31, 2007, the Debtor’s shares would be suspended from further trading effective April 28, 2008. Nasdaq subsequently delisted the Debtor’s stock. Significant trading in the Debtor’s stock continued both pre- and post-petition.

3. On April 24, 2008, the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

4. By Order entered July 28, 2008, the Court established a bar date for filing proofs of claim (the “Bar Date Order”) [Docket No. 671]. With respect to proofs of interest, the Order states as follows:

Any entity holding an interest in the Debtor (an “Interest Holder”), which interest is based exclusively upon the ownership of common stock (the “Interest”), need not file a proof of interest on or before the Bar Date or any government bar date, as applicable; The Debtor reserves the right to establish at a later time a bar date requiring Interest Holders to file proofs of interest. If such a bar date is established, Interest Holders will be notified of the bar date for filing of proofs of interest at the appropriate time.

5. On January 28, 2009, the Court entered an order confirming the First Amended Joint Chapter 11 Plan of Liquidation (the “Plan”). The Plan became effective on February 11, 2009. Pursuant to the Plan, all creditors in Classes 1-6 have been paid in full with interest.¹ Equity interests in the Debtor are classified as Class 8 – Interests.

¹ Class 7 – Subordinated Securities Claims is comprised primarily of a proof of claim filed on behalf of a putative class in a pending securities fraud lawsuit before Judge Atlas (the “Securities Litigation”) pending before the U.S. District Judge Nancy Atlas. The Debtor is not a party to the Securities Litigation. Judge Atlas denied certification of the class and then subsequently withdrew her order at the request of the parties to the litigation in order to facilitate settlement discussions. Pleadings have been recently filed indicating that a “memorandum of understanding” has been negotiated and executed settling the Securities Litigation subject to final approval by Judge Atlas.

6. The Plan Agent is currently holding approximately \$30 million in cash. The Plan Agent is currently seeking additional tax refunds and the PCC is pursuing claims against some of the Debtors' former officers and directors. The Plan Agent will continue to pay the fees and expenses of his tax, legal and other professionals as well as those of the PCC. The Plan Agent intends to establish certain professional fee reserves out of any additional tax refunds that are received. Such funds will be paid only with the approval of the PCC. The Plan Agent believes that a significant distribution will be made to holders of Class 8 – Interests.

7. Under the Plan, the record date for Class 8 – Interests is defined in Article 8.6.1 as follows:

8.6.1 Record Date for Claims and Equity Interests. . . . The record date for Distributions to Allowed Interests under this Plan shall be the Equity Interest Record Date. For purposes of Distributions on account of Equity Interests, the Plan Agent will rely on the relevant stock transfer ledger(s) as of the Equity Interest Record Date.

8. The definition of Equity Interest Record is set forth under Article 1.45 of the Plan:

1.45 Equity Interest Record Date. The Effective Date, unless otherwise ordered by the Bankruptcy Court, which shall serve as the record date for purposes of Distributions to Allowed Interests and Allowed Subordinated Interests under the Plan.

9. The treatment of Class 8 – Interests is set forth under Article 5.5 of the Plan:

5.5 Class 8 – Interests. All Equity Interests shall be canceled as of the Effective Date. Holders of Allowed Equity Interests shall receive a Pro-Rata share with all Allowed Class 7 Claims remaining after application of any available insurance proceeds of all remaining Available Cash and Plan Agent Recovery after payment in full, with interest as provided herein, of all Class 1, 2, 3, 4, 5 and 6 Claims. The Post-Confirmation Equity Subcommittee will file a motion with the Bankruptcy Court seeking to establish distribution procedures and rights relative to Class 7 Claims and Class 8 Interests.

10. On the Effective Date, the Plan Agent notified the Debtor's transfer agent that all shares of the Debtor's common stock had been cancelled under the Plan. The Plan Agent also obtained a Deposit Trust Company ("DTC") Stock Position Report as of the close of business on February 11, 2009 (the "DTC Report"). The DTC Report reflects that substantially all shares of

the Debtor's common stock were held in street name and maintained electronically by various institutions on the Effective Date.

11. The Plan Agent is aware, however, that after the Effective Date, the Debtor's stock continued to trade.² At present, the Plan Agent and the PCC have little confidence that the DTC Report is currently accurate. Accordingly, the Plan Agent and the PCC have filed this Motion to establish a procedure to determine the identity of the Debtor's current shareholders and to set a bar date for filing proofs of interest to ensure that accurate distributions are made to current Class 8 holders.

Request for a Bar Date

12. The Plan Agent and the PCC request that the Court enter an order establishing January 31, 2011 (the "Class 8 Bar Date") as the deadline for filing proofs of interest for Class 8 – Interests (the "Class 8 Bar Date Order"). The Class 8 Bar Date Order will be served on all shareholders reflected on the DTC Report. In addition, the Plan Agent will publish a notice in the Houston Chronicle, the Times Picayune and the Wall Street Journal. The Plan Agent's proposed form of notice is attached as **Exhibit 1**. The notice will be published at least twice in the identified daily newspapers. The first newspaper publication shall occur within 30 days of the entry date of an order approving this Motion.

13. The Plan Agent and the PCC believe that the foregoing process will provide the greatest opportunity to provide notice to all holders of Class 8 – Interests, known and unknown. The Plan Agent and the PCC request that the Class 8 Bar Date Order (i) deem the proposed publication notice procedure to be adequate notice of the bar date; and (ii) provide that any equity interest holder, known or unknown, that fails to file a proof of interest in accordance with

² The Plan Agent and the PCC do not understand how this practically occurred since the Debtor's stock was cancelled on the Effective Date. This continued trading is one of the motivating factors underlying this motion.

the procedures outlined herein shall have its claim to a Class 8 – Interest disallowed and is forever barred from receiving any distribution under the Plan.

Procedure for Filing a Proof of Interest

14. The Plan Agent and the PCC request that the Court approve the following process for filing a proof of interest:

- On or before the Class 8 Bar Date, each current holder of a Class 8 – Equity Interest must submit to the Plan Agent an original and completed proof of interest using the form attached hereto as **Exhibit 2**. The proof of interest must be accompanied by a stock certificate, brokerage statement or other documentary proof reflecting the interest holder's ownership as of the date of the proof of interest.
- The completed original proof of interest and accompanying documentation must be actually received by H. Malcolm Lovett, Jr., Plan Agent, c/o David R. Jones, Porter & Hedges, L.L.P., 1000 Main Street, 36th Floor, Houston, Texas 77002 by 5:00 p.m. (Houston Time) on the Class 8 Bar Date. Facsimile and electronic mail copies will not be accepted.
- Proofs of interest that are not timely filed or signed and supported by a stock certificate, brokerage statement or other appropriate documentation reflecting the interest holder's ownership as of the date of the proof of interest will be ineffective to assert a Class 8 – Interest. The failure to timely follow the foregoing procedure shall result in the automatic disallowance of the Class 8 – Interest and the holder of such interest is forever barred from receiving any distribution under the Plan.

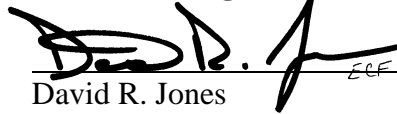
Relief Requested

The Plan Agent and the PCC request that the Court (i) establish a bar date and approve the notice procedures set forth above; (ii) approve the above-stated procedure for filing a proof of interest; and (iii) grant such other relief as set forth above.

Dated: November 8, 2010.

Porter & Hedges, L.L.P.

By:

 ECF

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**Counsel for the Post-Confirmation
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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing instrument shall be duly served (i) by first class mail to all of the parties listed on the attached Service List; and (ii) by electronic transmission to all registered ECF users appearing in this case on November 8, 2010.

 ECF

David R. Jones

EXHIBIT 1

NOTICE OF DEADLINE FOR FILING PROOFS OF INTEREST

To All Equity Interest Owners of Superior Offshore International, Inc.:

PLEASE TAKE NOTICE that the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”) has established **January 31, 2011** as the last day for all persons and entities holding equity interests in Superior Offshore International, Inc. to file a written proof of interest.

ANY EQUITY INTEREST HOLDER WHO FAILS TO FILE A PROOF OF INTEREST IN ACCORDANCE WITH THE BANKRUPTCY COURT’S ORDER BY JANUARY 31, 2011 SHALL BE FOREVER BARRED FROM ASSERTING SUCH INTEREST AND SHALL NOT BE PERMITTED TO PARTICIPATE IN ANY DISTRIBUTION IN THE DEBTOR’S CHAPTER 11 BANKRUPTCY CASE ON ACCOUNT OF SUCH INTEREST. YOU MAY OBTAIN A COPY OF THE BANKRUPTCY COURT’S ORDER AND PROOF OF INTEREST FORM BY CONTACTING DAVID R. JONES, COUNSEL FOR THE PLAN AGENT AT (713) 226-6652 OR djones@porterhedges.com. YOUR FAILURE TO TIMELY ACT WILL SIGNIFICANTLY AFFECT YOUR RIGHTS AS AN EQUITY INTEREST HOLDER. YOU ARE ENCOURAGED TO CONSULT WITH A QUALIFIED ATTORNEY REGARDING YOUR RIGHTS.

EXHIBIT 2

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF TEXAS		PROOF OF INTEREST
Name of Debtor: Superior Offshore International, Inc.	Case Number 08-32590	Your Interest is recorded as: Account ID: _____ Member Interest: _____
Name of Equity Security Holder: _____ _____ _____ _____ Telephone : _____	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of interest relating to the shares of the Debtor's common stock that you assert an interest in. Please attached an explanation giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the Plan Agent.	THIS SPACE IS FOR COURT USE ONLY
Name and Address Where the Completed Proof of Interest Should Be Sent: H. Malcolm Lovett, Jr., Plan Agent c/o David R. Jones Porter & Hedges, L.L.P. 1000 Main, 36 th Floor Houston, Texas 77002 Telephone: (713) 226-6000		
<p>1. Name and Address of any person or entity that is the record holder for the Equity Interest asserted in this Proof of Interest:</p> <p>_____ _____ _____ _____</p> <p>2. Date you Acquired your Equity Interest:</p> <p>_____</p> <p>3. Stockholder is the holder of _____ shares of the Debtor's common stock represented by certificate no(s) _____.</p> <p>_____</p> <p>4. If your claim to an equity interest is based on something other than ownership of common stock, please describe that interest: _____</p> <p>_____</p> <p>5. <u>PLEASE ATTACHED COPIES OF YOUR STOCK CERTIFICATES, CURRENT BROKERAGE STATEMENT OR OTHER DOCUMENTS REFLECTING YOUR OWNERSHIP.</u></p>		
Upon completion of this form, you are certifying that the statements herein are true.		THIS SPACE IS FOR COURT USE ONLY
6. DATE-STAMPED COPY: To receive an acknowledgment of the filing of your proof of interest, enclose a stamped, self-addressed envelope and copy of this proof of interest.		
Date:	Sign and print the name and title, if any, of the equity security holder or other person authorized to file this proof of interest (attach copy of power of attorney, if any): _____	

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